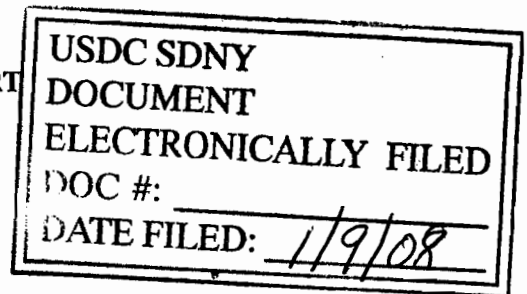


H. H. Stein, J.

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



CARLA WOODS AND JEFFREY GOLDBERG,

as Stockholders' Representative and
Trustees of the Bionics Trust,

Plaintiffs,

-vs.-

BOSTON SCIENTIFIC CORPORATION,

A Delaware corporation,

Defendant.

NO. 06 CV 5380 (AKH)

(ECF CASE)

STIPULATION OF DISMISSAL

Pursuant to Federal Rule of Civil Procedure 41(a)(1), plaintiffs Carla Woods and Jeffrey Goldberg (as Stockholders' Representatives and Trustees of the Bionic Trust) and defendant Boston Scientific Corporation stipulate as follows:

1. Plaintiffs filed this action on July 17, 2006 asserting claims for breach of the parties' May 28, 2004 Merger Agreement (Count I), breach of the implied covenant of good faith and fair dealing (Count II), and indemnification (Count III).
2. On April 23, 2007, this Court issued: (a) a "Permanent Injunction;" and (b) a "Memorandum and Order Explaining Permanent Injunction and Severing Count Three of the Complaint."
3. On August 24, 2007, the United States Court of Appeals for the Second Circuit issued a Summary Order that affirmed in part, and vacated in part, this Court's April 23, 2007 Permanent Injunction.

4. The parties have entered into a Settlement and Limited Mutual Release Agreement dated as of January 3, 2008, in which they have agreed to dismiss this action on the terms set forth therein.

5. Accordingly, the parties hereby agree that: (a) the Court's Permanent Injunction order, as modified by the Second Circuit, should be vacated; and (b) this action is dismissed with prejudice, with each party to bear its own costs and attorneys' fees.

Dated: New York, New York

January 4, 2008

O'MELVENY & MYERS LLP



Mark A. Samuels (*admitted pro hac vice*)
400 South Hope Street
Los Angeles, California 90071
(213) 430-6000

William J. Sushon
Mark S. Germann
O'MELVENY & MYERS LLP
7 Times Square
New York, New York 10036
(212) 326-2000

Attorneys for Plaintiffs

January 7, 2008



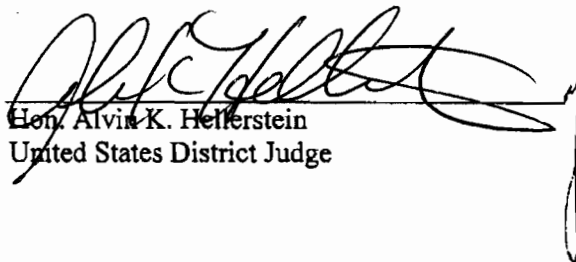
Brian D. Sieve P.C.
Andrew A. Kassof
200 East Randolph Drive
Chicago, Illinois 60601-6636
(312) 861-2000

Attorneys for Defendant

SO ORDERED.

Dated: New York, New York

January 9, 2008



Hon. Alvin K. Hellerstein
United States District Judge